

# EXHIBIT 35

MINUTES OF THE MEETING OF  
THE RIGHTS PLAN COMMITTEE OF THE BOARD OF DIRECTORS OF  
BALLY TOTAL FITNESS HOLDING CORPORATION

Held on October 5, 2005

A meeting of the Rights Plan Committee of the Board of Directors of Bally Total Fitness Holding Corporation was held by conference telephone whereby all participants could hear and be heard by the other participants. Marc D. Bassewitz served as Secretary of the meeting. The meeting was convened at approximately 4:00 p.m. with both members of the Committee participating. Also present were Carl Landeck and Kristin Kruska of the Company, Mark Gerstein, Richard Meller and Laurie Smilan of Latham & Watkins LLP, Mark Gentile of Richards, Layton & Finger LLP and Flip Huffard and Sachin Singh of Blackstone Group.

The members of the Committee asked the legal and business advisors to begin the meeting by taking the Committee through the mechanics of the Rights Plan as summarized in the materials provided to the Committee and explaining their recommendations. Mr. Gerstein began by noting that the Board declared the adoption of a Rights Plan advisable and delegated its full power as to the Rights Plan to the Committee, including the power to set the expiration date, the exercise price and the Acquiring Person threshold, to adopt the final Rights Plan documentation and to declare the payment date for payment of the dividend distribution of Rights. He also noted that drafts of the final Rights Plan documentation were sent to each Committee member. The Committee members acknowledged receipt of such and agreed to review these materials prior to the Board Meeting the next day.

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Mr. Gerstein then began discussion

**REDACTED**

Mr. Huffard then provided further explanation as to the rationale of the ten-year term and answered questions from the Committee members.

Mr. Singh then recommended that the Committee set the exercise price at \$13.00 per Right. He referred to a presentation drafted by Blackstone and distributed to the Committee members prior to the meeting to explain the valuation methodologies and rationale employed by Blackstone to make its recommendation.

Mr. Meller then discussed

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Mr. Bassewitz, with the concurrence of the Company's legal advisors,

Mr. Gentile then noted

Mr. Langshur asked the advisors

Mr. Meller stated

**REDACTED**

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**REDACTED**

Mr. Langshur asked

; Ms. Smilan stated:

The Committee members then engaged in further discussion.

Upon motion duly made by Mr. Rogers and seconded by Mr. Langshur, the following resolutions were adopted, subject to Board ratification:

WHEREAS, the Board of Directors (the "Board") of Bally Total Fitness Holding Corporation (the "Corporation") has previously determined and the Rights Plan Committee of the Board (the "Committee") deems it desirable and in the best interests of its stockholders that steps be taken to preserve for the Corporation's stockholders the long-term value of the Corporation in the event of a takeover, partial tender offers, further open market accumulations and other potentially abusive tactics to gain control of the Corporation at the expense of other stockholders, while not foreclosing a fair acquisition bid for the Corporation; and

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WHEREAS, the Board believes that such a plan provides prudent protection and is particularly important at this time because the Corporation's restated financial reports have not yet been issued and stockholders may wish to have this information before making any investment decision in evaluating the proposals of the Corporation and other stockholders or considering any possible offer;

WHEREAS, the Committee believes that a dividend to the Corporation's stockholders of rights to purchase shares of Series B Junior Participating Preferred Stock, par value \$0.01 per share (the "Preferred Shares"), of the Corporation, on the terms and subject to the conditions hereinafter provided, is consistent with the mandate of the Board; and

WHEREAS, the Corporation has sufficient surplus to pay the dividend in compliance with the provisions of Section 170 of the General Corporation Law of the State of Delaware; and

WHEREAS, the Committee has reviewed the materials presented by its legal and financial advisors to the Board at its meeting held October 3, 2005 and has been advised by its legal and financial advisors regarding the proposed dividend;

WHEREAS, the Board previously approved, subject to and contingent upon action of the Committee, the proposed dividend; and

WHEREAS, the Committee hereby adopts the following resolutions, subject to and contingent upon Board ratification.

#### **Declaration of Rights Dividend**

NOW, THEREFORE, BE IT RESOLVED, that the Committee hereby declares, contingent upon Board ratification, that a dividend distribution of one right (the "Rights") for each Common Share, par value \$0.01 per share (the "Common Shares"), to be paid on the dividend distribution date to stockholders of record of the Common Shares issued and outstanding at the close of business on the record date each Right representing the right to purchase one one-thousandth of a Preferred Share upon terms and subject to conditions set forth in the form of Rights Agreement between the Corporation and LaSalle Bank National Association (the "Rights Agent") in the form presented to this meeting and ordered attached to the minutes thereto as Exhibit A (the "Rights Agreement").

FURTHER RESOLVED, that, contingent upon Board ratification, the exercise price of the Rights shall be \$13.00 per one one-thousandth of a Preferred Share and that the redemption price therefor shall be \$0.001 per Right, in each case subject to adjustment in accordance with the Rights Agreement.

FURTHER RESOLVED, that any officer be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute the Rights Agreement with such modifications as the officer or officers executing the same shall approve, and to deliver the same to the Rights Agent thereunder, such execution and delivery conclusively to evidence the due authorization and approval thereof by the Corporation.

FURTHER RESOLVED, that, contingent upon Board ratification, an amount equal to \$0.001 for each Right that is issued as a dividend be charged to the surplus of the Corporation.

**Rights Certificates**

FURTHER RESOLVED, that certificates evidencing the Rights (the "Right Certificates") shall be substantially in the form presented to this meeting and ordered attached to the minutes thereto as Exhibit B to the Rights Agreement and shall be issued and delivered as provided therein.

FURTHER RESOLVED, that the Right Certificates shall be signed by the President and shall be attested by the Secretary of the Corporation under its corporate seal (which may be in the form of a facsimile of the seal of the Corporation); provided that each such signature of the President and the Secretary may, but need not, be a facsimile signature imprinted or otherwise reproduced on the Right Certificates, and that the Corporation adopts for such purpose the facsimile signature of the present or any future President or Secretary of the Corporation, notwithstanding the fact that at the time the Right Certificates shall be authenticated and delivered or disposed of he or she shall have ceased to be such officer.

FURTHER RESOLVED, that any officer be, and each of them hereby is, authorized to execute in the name of and on behalf of the Corporation and under its corporate seal (which may be in the form of a facsimile of the seal of the Corporation) Right Certificates issued to replace lost, stolen, mutilated or destroyed Right Certificates, and such Right Certificates as may be required for exchange, substitution or transfer as provided in the Rights Agreement, in the manner and form to be required in, or contemplated by, the Rights Agreement.

FURTHER RESOLVED, that the Right Certificates shall be manually countersigned by the Rights Agent and books for the registration and transfer of the Right Certificates shall be maintained by the Rights Agent at its principal offices.

**Creation of Preferred Shares**

FURTHER RESOLVED, that pursuant to the authority granted to and vested in the Committee by the Board in accordance with Article III of the Amended and Restated Bylaws of the Corporation, the Committee hereby authorizes a series of Preferred Shares, par value \$0.01 per share, of the Corporation and hereby states the designation and number of shares, and fixes the relative rights, preferences and limitations thereof (in addition to any provisions set forth in the Restated Certificate of Incorporation of the Corporation applicable to the Preferred Shares of all series), as set forth in the resolution contained in the Certificate of Designations comprising Exhibit A to the Rights Agreement, which resolution is hereby adopted and incorporated herein by reference.

FURTHER RESOLVED, that 100,000 Preferred Shares be, and they hereby are, initially reserved for issuance upon exercise of the Rights, such number to be subject to adjustment from time to time in accordance with the Rights Agreement.

**Rights Agent**

FURTHER RESOLVED, that LaSalle Bank National Association is hereby appointed Rights Agent under the Rights Agreement for the Rights and that upon presentation to it of Right Certificates for exercise in accordance with the Rights Agreement, LaSalle Bank National

Association is authorized, as Transfer Agent and Registrar for the Common Shares, to issue originally, countersign, register and deliver the Preferred Shares, or any Common Shares, issuable upon such exercise.

### **Registration and Listing**

FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized, jointly and severally, in the name and on behalf of the Corporation, to execute and file such application or applications, and amendments and supplements thereto, and take such other action as may be necessary to list the Rights and the Common Shares and Preferred Shares (or depositary receipts for Preferred Shares) issuable upon exercise of the Rights on the New York Stock Exchange (the "NYSE") and on any stock exchanges deemed appropriate by the proper officers of the Corporation; and that the officers of the Corporation be, and each of them hereby is, authorized to appear before the Securities and Exchange Commission (the "SEC") and NYSE and any such stock exchanges, and to execute such papers and agreements as may be necessary to conform with the requirements of the SEC and NYSE and any such stock exchanges and to effectuate such listing and registration.

FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed, for and in the name and on behalf of the Corporation, to execute personally or by attorney-in-fact and to cause to be filed with the SEC a registration statement under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of the Preferred Shares, or any Common Shares, issuable upon exercise of the Rights, and thereafter to execute personally or by attorney-in-fact and to cause to be filed any amended registration statement or registration statements and amended prospectus or prospectuses, or amendments or supplements to any of the foregoing, and to cause said registration statement and any amendments thereto to become effective in accordance with the Securities Act and the General Rules and Regulations of the SEC thereunder.

FURTHER RESOLVED, that the Chief Executive Officer or Secretary of the Corporation is hereby appointed as agent for service of the Corporation with respect to said registration statement, with all the powers and functions specified in the General Rules and Regulations of the SEC under the Securities Act.

FURTHER RESOLVED, that any officer of the Corporation be, and each of them hereby is, authorized, jointly and severally, in the name and on behalf of the Corporation, to take all such actions, including filing a Registration Statement on Form 8-A for the Rights, and to execute all such documents as they may deem necessary or appropriate in connection with the issuance of the Rights and the Preferred Shares, or any Common Shares, issuable upon exercise of the Rights in order to comply with the Securities Act and the Securities Exchange Act of 1934, as amended.

### **Subsequent Issuance of Rights**

FURTHER RESOLVED, that as long as the Rights are attached to the Common Shares as provided in the Rights Agreement, one additional Right (subject to adjustment as provided in the Rights Agreement) shall be delivered with each Common Share issued after the original payment date of the dividend distribution of the Rights and prior to the expiration date of the Rights Agreement, including but not limited to Common Shares issued upon conversion of any

convertible securities of the Corporation and exercise of options to purchase Common Shares granted by the Corporation.

**"Blue Sky" Qualification**

FURTHER RESOLVED, that the Committee deems it desirable and in the best interests of the Corporation that its securities be qualified or registered for sale in various jurisdictions; that any officer of the Corporation be, and each of them hereby is, authorized to determine the jurisdictions in which appropriate action shall be taken to qualify or register for sale all or such part of the securities of the Corporation as said officers may deem advisable; that said officers are hereby authorized to perform on behalf of the Corporation any and all such acts as they may deem necessary or advisable in order to comply with the applicable laws of any such jurisdictions, and in connection therewith to execute and file all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointments of attorneys for service of process; and the execution by such officers of any such papers or documents or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority therefor from the Corporation and the approval and ratification by the Corporation of the papers and documents so executed and the action so taken.


**General Resolutions**

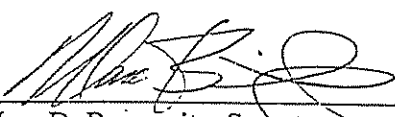
FURTHER RESOLVED, that the Designated Officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name and by and on behalf of the Corporation to execute, acknowledge, file, deliver and record any and all other agreements, certificates, instruments and documents and perform any and all further acts, as such Designated Officers shall deem necessary or appropriate, to effect the intent and to accomplish the execution of the purposes of the foregoing resolutions.

FURTHER RESOLVED, that any and all actions heretofore taken to date by any Designated Officer or director of the Corporation in furtherance of and consistent with the authority granted by any of the foregoing resolutions, are hereby in all respects authorized, approved, ratified and confirmed.

FURTHER RESOLVED, that for purposes of this resolution, the "Designated Officers" of the Corporation shall be the Chairman, Chief Executive Officer, President and any Vice President (regardless of designation), Treasurer, Secretary and any Assistant Secretary of the Corporation.

There being no further matters to come before the Committee, the meeting was adjourned at approximately 4:30 p.m.

  
Eric Langshur

  
Marc D. Bassewitz, Secretary

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